

DEC 4 1971 2 10 PM

INTERSTATE COMMERCE COMMISSION

THIS INDENTURE, made this 30th day of November, 1971, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as successor Corporate Trustee under the First Mortgage dated January 1, 1946, made by the former Seaboard Air Line Railroad Company, to which Seaboard Coast Line Railroad Company is successor by merger, and CHEMICAL BANK, Corporate Trustee under the Consolidated Mortgage, dated March 15, 1971, made by Seaboard Coast Line Railroad Company, hereinafter called "Trustees;" and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation, hereinafter called "Railroad;"

WHEREAS, the National Railroad Passenger Corporation ("Amtrak") has agreed to purchase, and the Railroad has agreed to sell, the passenger rolling stock ("Equipment") identified in Exhibit A, attached hereto and made a part hereof; and

WHEREAS, Amtrak and the Railroad have entered into an agreement dated October 21, 1971, and agreed to October 25, 1971, for the sale and purchase of the Equipment; and

WHEREAS, the sale and conveyance was authorized by a resolution adopted by the Board of Directors of Seaboard Coast Line Railroad Company at its meeting held on July 15, 1971; and

WHEREAS, the Equipment is subject to the lien of the First Mortgage made by the former Seaboard Air Line Railroad Company, dated January 1, 1946, as supplemented and modified, under which mortgage Mercantile-Safe Deposit and Trust Company is the present successor Corporate Trustee; and

WHEREAS, the Equipment is subject also to the lien of the Consolidated Mortgage made by Seaboard Coast Line Railroad Company, dated as of March 15, 1971, as supplemented, under which mortgage Chemical Bank, a New York corporation, is Corporate Trustee and L. F. Sadler, of Jacksonville, Florida, is Individual Trustee; and

WHEREAS, the said Individual Trustee is relieved by Section 10.06 of Article Ten of said Consolidated Mortgage of any obligation to join in the giving of a release pursuant to Article Five of said Mortgage;

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

That, for and in consideration of the premises and the covenant of Railroad to deposit with the Corporate Trustee the proceeds in the amount of \$1,138,906.83 from the sale of the Equipment by Railroad to Amtrak, the Mercantile-Safe Deposit and Trust Company, as successor Corporate Trustee under the First Mortgage does remise and release, and has remised and released unto Railroad, the Equipment, pursuant to the provisions of Section Six of Article Twelve of said First Mortgage.

The Chemical Bank joins herein for the purpose of releasing and does hereby release the Equipment from the lien of said Consolidated Mortgage pursuant to the provisions of Section 5.17 of Article Five thereof.

IN WITNESS WHEREOF Railroad and Trustees have caused these presents to be duly signed and sealed, the day and year first above written.

Signed, sealed and delivered in the presence of:

John M. Callan  
S. J. Smith

SEABOARD COAST LINE RAILROAD COMPANY

By D. C. Hastings  
D. C. Hastings, Vice President - Operations

Attest: Wm. G. Leavitt  
Assistant Secretary

Signed, sealed and delivered in the presence of:

Charles P. Seward  
W. H. G. J. S.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

By Wm. G. Leavitt

Attest: Wm. G. Leavitt

Signed, sealed and delivered in the presence of:

C. Fred Eshelma  
E. M. Mangham

CHEMICAL BANK

By Wm. G. Leavitt  
Senior Trust Officer

Attest: C. J. Masters  
ASSISTANT SECRETARY

## EXHIBIT A

<u>Description of Item</u>	<u>Seller's Car No.</u>	<u>Description of Item</u>	<u>Seller's Car No.</u>
Dining Car	5900	Baggage-Dorm	5024
Dining Car	5901	Baggage-Dorm	5025
Dining Car	5902	Baggage Dorm-Coach	5030
Dining Car	5903	Baggage Dorm-Coach	5031
Dining Car	5904	Baggage Dorm-Coach	5032
Dining Car	5909	Sleeper (7-2)	6520
Dining Car	5910	Sleeper (7-2)	6521
Dining Car	5911	Sleeper (7-2)	6522
Dining Car	5912	Sleeper (10-6)	6610
Dining Car	5913	Sleeper (10-6)	6612
Dining Car	5914	Sleeper (10-6)	6613
Dining Car	5915	Sleeper (10-6)	6615
Dining Car	5916	Sleeper (10-6)	6616
Dining Car	5917	Sleeper (10-6)	6617
Dining Car	5918	Sleeper (10-6)	6622
Dining Car	5919	Sleeper (10-6)	6623
Dining Car	5920	Sleeper (10-6)	6624
Dining Car	5921	Sleeper (10-6)	6626
Dining Car	5922	Sleeper (10-6)	6627
Dining Car	5959	Sleeper (10-6)	6628
Dining Car	5960	Sleeper (11DB)	6100
Lounge Car	5800	Sleeper (11DB)	6101
Lounge Car	5801	Sleeper (11DB)	6102
Lounge Car	5802	Sleeper (11DB)	6103
Lounge Car	5810	Sleeper (11DB)	6104
Lounge Car	5811	Sleeper (11DB)	6105
Lounge Car	5812	Coach	5106
Lounge Car	5840	Coach	5107
Lounge Car	5841	Coach	5108
Lounge Car	5842	Coach	5122
Lounge Car	5843	Coach	5123
Lounge Car	5844	Coach	5130
Lounge Car	5845	Coach	5131
Lounge Car	5850	Coach	5132
Lounge Car	5851	Coach	5133
Sleeper Lounge	6500	Coach	5134
Sleeper Lounge	6501	Coach	5200
Sleeper Lounge	6502	Coach	5201
Sleeper Lounge	6601	Coach	5202
Sleeper Lounge	6602	Coach	5203
Sleeper Lounge	6600	Coach	5204
Baggage-Dorm	5011	Coach	5205
Baggage-Dorm	5012	Coach	5206
Baggage-Dorm	5013	Coach	5207
Baggage-Dorm	5017	Coach	5208
Baggage-Dorm	5021	Coach	5209
Baggage-Dorm	5022	Coach	5210
Baggage-Dorm	5023	Coach	5211

## EXHIBIT A

- 2 -

<u>Description of Item</u>	<u>Seller's Car No.</u>	<u>Description of Item</u>	<u>Seller's Car No.</u>
Coach	5212	Coach	5623
Coach	5254	Coach	5624
Coach	5255	Coach	5625
Coach	5256	Coach	5626
Coach	5257	Coach	5627
Coach	5258	Coach	5628
Coach	5259		
Coach	5260		
Coach	5261		
Coach	5262		
Coach	5263		
Coach	5264		
Coach	5265		
Coach	5266		
Coach	5267		
Coach	5268		
Coach	5269		
Coach	5270		
Coach	5271		
Coach	5417		
Coach	5470		
Coach	5471		
Coach	5472		
Coach	5473		
Coach	5474		
Coach	5475		
Coach	5476		
Coach	5477		
Coach	5604		
Coach	5605		
Coach	5606		
Coach	5607		
Coach	5608		
Coach	5609		
Coach	5610		
Coach	5611		
Coach	5612		
Coach	5613		
Coach	5614		
Coach	5615		
Coach	5616		
Coach	5617		
Coach	5618		
Coach	5619		
Coach	5620		
Coach	5621		
Coach	5622		

COUNTY OF DUVAL,) ss:

On this 30<sup>th</sup> day of NOVEMBER 1971, before me personally appeared D. C. Hastings, to me personally known, who being by me duly sworn, says that he is a Vice President of SEABOARD COAST LINE RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*J. M. M. M.*  
NOTARY PUBLIC

(SEAL)

My Commission Expires 7-17-74.

STATE OF MARYLAND)

CITY OF BALTIMORE) ss:

On this 30<sup>th</sup> day of November 1971, before me personally appeared John A. O'Connor, Jr., to me personally known, who being by me duly sworn, says that he is the Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Barbara Sue Senate*  
NOTARY PUBLIC

(SEAL)

My Commission Expires July 1, 1974.

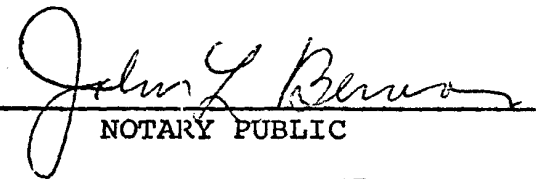
CITY OF NEW YORK )

COUNTY OF NEW YORK) ss:

On this 30<sup>TH</sup> day of NOVEMBER, 1971, before me personally appeared M. P. BADAMI, to me personally known, who being by me duly sworn, says that he is the Senior Trust Officer of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My Commission Expires \_\_\_\_\_

  
NOTARY PUBLIC

JOHN L. BERVAR  
Notary Public, State of New York  
No. 41-5303890  
Qualified in Queens County  
Cert. filed in New York County  
Term Expires March 30, 1972

CERTIFICATE

UNITED STATES OF AMERICA      ss:  
DISTRICT OF COLUMBIA

I, Walton N. Smith certify that I have compared the foregoing copy of an Indenture with the original document and that it is a true and correct copy in all respects.

Date December 3, 1971

Walton N. Smith  
Walton N. Smith  
Counsel, National Railroad  
Passenger Corporation

City of Washington  
District of Columbia      ss:

3<sup>RD</sup> SUBSCRIBED AND SWORN before me this  
day of DECEMBER, 1971.

Lawrence B. Church  
Lawrence B. Church  
Notary Public

My commission expires:

My Commission Expires Dec. 31, 1976